Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004
T +1 202 637 5600
F +1 202 637 5910
www.hoganlovells.com

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By Electronic Filing

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 20554

Re: WC Docket No. 15-246

Request for Domestic Section 214 Special Temporary Authority
OnStar, LLC and General Motors Company

Dear Ms. Dortch:

OnStar, LLC ("OnStar" or "Licensee") and General Motors Company ("GM") (collectively, the "Parties"), through their attorney and pursuant to Section 214 of the Communications Act and Sections 63.04, 63.24, and 63.25 of the Commission's rules, respectfully request such Special Temporary Authority ("STA") as may be necessary to allow OnStar to continue operating while the Federal Communications Commission ("FCC") reviews the Parties' application seeking consent to a transfer of control of the International and Domestic Section 214 authority held by OnStar, from GM's board of directors that was previously controlled by the United States Treasury ("UST") (due to its majority shareholder interests) to GM's current board of directors that is now elected by a diverse shareholder base.[1] *See* Exhibit A attached hereto. As explained below, a transfer of control has occurred because the UST no longer has the power to designate more than half of the members of GM's board of directors.

OnStar is a non-facilities based common carrier that provides telecommunications services by reselling capacity on the networks of Verizon Wireless and other carriers. It has both international and domestic Section 214 authority to deliver vehicle-based telecommunications service throughout the United States and to various international points, including Canada. With respect to international services, the Commission has granted OnStar an International Section 214 authorization with global resale authority.[2]

On July 16, 2009, the Commission granted consent to the transaction that permitted the Licensee's then ultimate parent company, General Motors Corporation, Debtor-In-Possession ("GM-DIP"), to transfer its productive assets, including the International Section 214 Authority, IBFS File No. ITC-

[1] *See* IBFS File No. ITC-T/C-20150929-00230.

[2] IBFS File No. ITC-214-20070823-00346.

214-20070823-00346, to GM, whose board of directors was controlled by the UST.[3] GM-DIP exited bankruptcy protection in July 2009. The Licensee notified the Commission on November 24, 2009 of a subsequent corporate restructuring.[4] After the consummation of the corporate restructuring, the following four entities indirectly controlled the International 214 authority held by the Licensee: UST, holding 60.8% of GM's outstanding shares; UAW Retiree Medical Benefits Trust ("VEBA"), holding 17.5% of GM's outstanding shares; 7176384 Canada, Inc., a wholly-owned subsidiary of the Canadian Development Investment Corporation ("CDIC"), holding 11.7% of GM's outstanding shares; and Motors Liquidation Company ("Old GM"), holding 10% of GM's outstanding shares. GM's board of directors had 13 members, and the UST had the power to designate 10 of the 13. Thus, for FCC ownership analysis purposes, the UST controlled GM in July 2009[5] because it held more than 50% of GM's outstanding shares and had the power to designate more than half of the members of GM's board of directors.[6]

As a result of a series of public offerings of GM's stock, GM's outstanding stock is now widely held. Moreover, other than the VEBA, no one person or entity currently controls five percent or more of GM's outstanding stock. UST's interest in GM's outstanding stock fell below 50% on November 17, 2010 when the UST sold shares in GM's initial public offering. However, the UST remained GM's largest stockholder until it sold the last of its shares in 2013. On November 18, 2010, the UST no longer had the ability to designate nominees for election to GM's board of directors. In April 2015, CDIC sold its last remaining shares in GM. Similarly, Old GM currently holds less than 5% of GM's outstanding stock, and VEBA has reduced its holdings to 8.7% of GM's outstanding stock. Today, GM's largest shareholders are primarily institutional investors and mutual funds.

GM at all times intended to comply with the Commission's transfer of control rules. The delay in filing for Commission approval of the transfer of control described above was the result of administrative oversight. GM's operations are primarily focused on non-communications-related activities. While the Commission authorizations at issue here is important to the company's operations, administrative oversight of this type is not uncommon for companies with such authorizations. Moreover, as a publicly-traded company, the makeup of GM's shareholder base is constantly changing and GM may not know in advance if such changes could trigger the need for prior Commission approval. Finally, the unique facts of this case (*i.e.*, that UST, and not a private party or parties, held control of GM for FCC purposes in July 2009 and UST later sold all of its interest in GM into the market) are not likely to be repeated in the future. GM asserts that no party has been harmed by its late-filed transfer of control application because it is a publicly-traded company, its equity is widely-held, and the UST's divestiture was widely reported and well known. Furthermore, the Licensee today and in the future will continue to use its domestic and International Section 214 Authority in the same manner it did prior to the transfer of control.

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[3] *See, i.e.,* IBFS File No. ITC-T/C-20090622-00295.

[4] *See, i.e.,* IBFS File No. ITC-T/C-20091124-00495. As a result of this transaction, the Licensee is (and remains) a direct, wholly-owned subsidiary of General Motors Holdings LLC, which is a direct, wholly-owned subsidiary of GM.

[5] GM was created from the productive assets of Old GM purchased in a §363 (11 U.S.C. §363) sale.

[6] *See* 47 C.F.R. § 63.24(a),(c) (stating that an ownership change from less than 50% to more than 50% is a change in control, and other ownership changes are analyzed on a case-by-case basis).

Granting the STA is in the public interest because it allows the Licensee to continue its operations that support critical wireless communications for OnStar's hands free calling ("HFC") service, including E911. The transfer of control at issue here also facilitated GM's return to non-UST controlled ownership and in no way had any adverse impact on the quality or availability of OnStar's HFC service, including E911. Given that GM's operations include substantial non-communications-related activities and services, it would be inequitable, unduly burdensome and contrary to the public interest for the Commission to deny this STA request.

If you have any questions, or if any additional information would be helpful, please contact the undersigned.

Respectfully submitted,

/s/ Ari Q. Fitzgerald

Ari Q. Fitzgerald
Partner
ari.fitzgerald@hoganlovells.com
D 202-637-5423

Counsel to OnStar, LLC and General Motors Company